ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200

WASHINGTON, D.C. 20006-2973

(202) 393-2266 Fax (202) 393-2156 RECORDATION NO. 150 75-F. G

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in Appeals and Anthropic Commissions

OF COUNSEL URBAN A LESTER

SURFACE TRANSPORTATION
BOARD

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ELLSWORTH C. ALVORD (1964)

ELIAS C. ALVORD (1942)

September 30, 1996

Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of an Assignment of Instruments and Bill of Sale, both dated as of September 30, 1996, secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relates to the Conditional Sale Agreement and secondary documents previously filed with the Commission under Recordation Number 15075.

The names and addresses of the parties to the enclosed documents are:

Assignment of Instruments

Assignor:

The Provident Bank

One East Fourth Street, Suite 700

Cincinnati, Ohio 75202

Assignee:

The First National Bank of Maryland

25 South Charles Street Baltimore, Maryland 21201

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Mr. Vernon A. Williams September 30, 1996 Page 2

Bill of Sale

Seller:

The Provident Bank

One East Fourth Street, Suite 700

Cincinnati, Ohio 75202

Buyer:

The First National Bank of Maryland

25 South Charles Street Baltimore, Maryland 21201

A description of the railroad equipment covered by the enclosed documents is:

two hundred seventy-one (271) covered hoppers ELTX 1100 through ELTX 1371 (excluding ELTX 1257)

Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

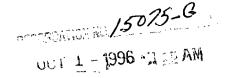
Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg Enclosures

BILL OF SALE



The same apparentment being the same

THE PROVIDENT BANK ("Grantor"), in consideration of One Dollar and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby GRANT, BARGAIN, SELL and CONVEY to THE FIRST NATIONAL BANK OF MARYLAND ("Grantee"), its successors and assigns all of its right, title and interest in and to the railcars (the "Units") now owned by Grantor and more particularly described in attached Exhibit A, which Exhibit A is incorporated herein by this reference.

TO HAVE AND TO HOLD the Units unto Grantee, its successors and assigns forever. Grantor, for itself and its successors, does hereby covenant that Units are FREE AND CLEAR OF ALL ENCUMBRANCES WHATSOEVER arising by, through or under Grantor (other than any interest under the Transaction Documents described in the Assignment of Instruments dated as of September 30, 1996 between Grantor and Grantee), and that it will forever WARRANT AND DEFEND the same, against the claims of all persons whomsoever arising by, through or under Grantor.

OTHER THAN THE ABOVE LIMITED WARRANTY OF TITLE, SAID UNITS ARE PURCHASED BY BUYER "AS IS" WITHOUT ANY EXPRESS OR IMPLIED WARRANTIES OR REPRESENTATIONS OF ANY KIND, WITHOUT LIMITATION, SELLER DOES NOT WARRANT THE EQUIPMENT IS OF MERCHANTABLE QUALITY NOR THAT IT CAN BE USED FOR ANY PARTICULAR PURPOSE.

IN WITNESS WHEREOF, Grantor has executed this Bill of Sale on the _____ day of September, 1996.

Signed and acknowledged in the presence of:

THE PROVIDENT BANK

389070.1

EXHIBIT A

DESCRIPTION OF RAILCARS

Two hundred seventy-one (271) ACF Model 5711, 5800 cubic foot, covered hopper railcars bearing car marks and numbers:

ELTX 1100 through 1256, inclusive; and ELTX 1258 through 1371.